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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.***

**Debtors.**

**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**ORDER APPROVING  
FIRST INTERIM APPLICATION OF BAKER & MCKENZIE  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS  
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

This matter having come before this Court upon consideration of the First Interim Fee Application Of Baker & McKenzie LLP For Compensation And Reimbursement Of Expenses For Services Rendered As Special Counsel For The Debtors For The Period March 10, 2009 Through June 30, 2009 [Docket No. \_\_\_\_] (the “**Application**”)<sup>1</sup> and the Court finding that (a) the Court has jurisdiction to entertain this Application pursuant to 28 U.S.C. §§ 157 and 1334; (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and the Local Rules of the Bankruptcy Court for the Southern District of New York; (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (d) due and adequate notice has been given to all parties

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Application.

entitled thereto, and no other or further notice is necessary or required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein and the Court having determined that the relief requested in the Application is necessary and in the best interests of the Debtors and their respective estates; and after due deliberation and sufficient cause appearing;

**THE COURT HEREBY FINDS AND IT IS HEREBY ORDERED, ADJUDGED  
AND DECREED THAT:**

1. The Application is granted in its entirety.
2. Objections to the Application, if any, shall be and hereby are overruled.
3. Baker is a duly appointed professional in the Chapter 11 Cases.
4. The following fees and expenses set forth in the Application are reasonable, actual and necessary, are approved and allowed in the following amounts and the Debtors are authorized and directed to make payment of such amounts to the extent not already paid:

Total Fees:	1,262,789.76
<u>Total Expenses:</u>	<u>21,619.20</u>
<i>Total</i>	1,284,408.96

8. The Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation and enforcement of this Order.
9. This Order shall be effective immediately upon entry.

Dated: \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE